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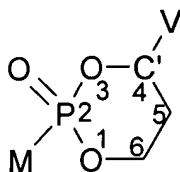
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We Claim:

1. A compound of Formula I:



Formula I

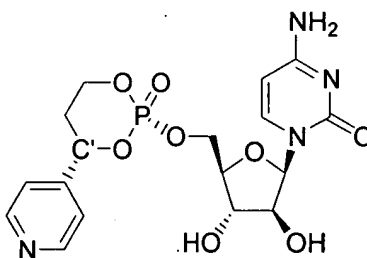
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wherein:

M and V are *cis* to one another and MH is cytarabine;
the 5' oxygen of said cytarabine is attached to the phosphorus;
V is 4-pyridyl;
and pharmaceutically acceptable prodrugs and salts thereof.

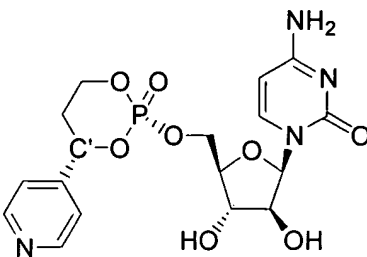
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2. The compound of Claim 1 wherein said compound is a compound of Formula III:



Formula III

3. A method of treating diseases of P450 expressing tissues in an animal by administering a compound of Formula III:



Formula III

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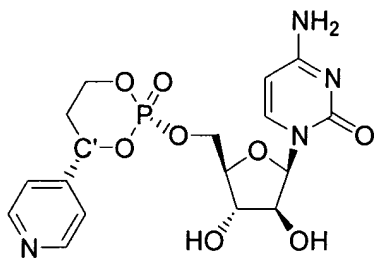
and pharmaceutically acceptable prodrugs and salts thereof.

4. The method of Claim 3 wherein said disease of P450 expressing tissues is selected from the group consisting of cancers of the liver, cancers of the colon, and viral infections of the liver.

5. The method of Claim 4 wherein said disease of P450 expressing tissues is hepatocellular carcinoma.

6. The method of Claim 4 wherein said disease of P450 expressing tissues is colorectal carcinoma.

7. A method of preventing recurrence of cancers in P450 expressing tissues after medical or surgical treatment for said cancers in an animal by administering a compound of Formula III:

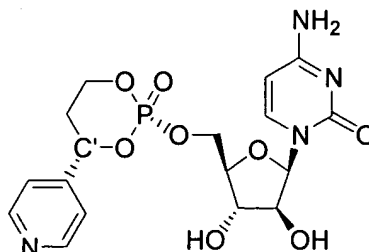


Formula III

and pharmaceutically acceptable prodrugs and salts thereof.

8. The method of claim 7 wherein said animal is cancer free.
9. The method of claim 7 wherein said animal is in remission from cancers and said administration of a compound of Formula III prevents further development of said cancers.

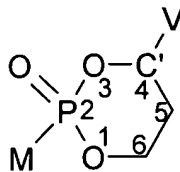
10. A method of increasing the therapeutic index of cytarabine by administering a compound of Formula III:



Formula III

5 and pharmaceutically acceptable prodrugs and salts thereof.

11. A pharmaceutical composition comprising a pharmaceutically effective amount of a compound of Formula I:



Formula I

10 wherein:

M and V are *cis* to one another and MH is cytarabine;

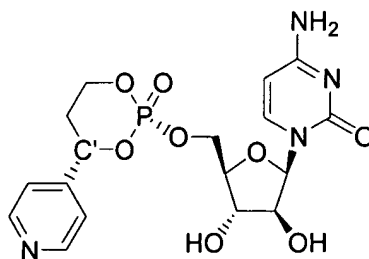
the 5' oxygen of said cytarabine is attached to the phosphorus;

V is 4-pyridyl;

and pharmaceutically acceptable prodrugs and salts thereof, and pharmaceutically

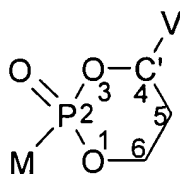
15 acceptable excipients.

12. The pharmaceutical composition of Claim 11 comprising a pharmaceutically effective amount of a compound of Formula III:



Formula III

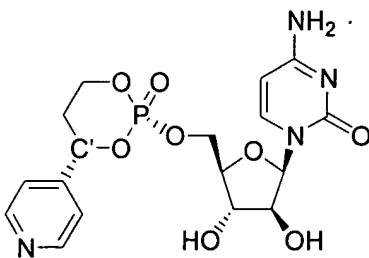
13. A pharmaceutical composition comprising a pharmaceutically effective amount of a compound of Formula I:



Formula I

M and V are *cis* to one another and MH is cytarabine;
the 5' oxygen of said cytarabine is attached to the phosphorus;
V is 4-pyridyl;

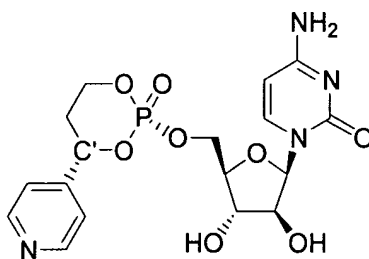
- 10 and pharmaceutically acceptable salts thereof, and a pharmaceutically effective amount of oncolytic agent, or salts thereof, and pharmaceutically acceptable excipients.
14. The pharmaceutical composition of Claim 13 comprising a pharmaceutically effective amount of Formula III:



Formula III

15. The method of Claim 13 wherein said oncolytic agent is selected from a group consisting of busulfan, carboplatin, cisplatin, miriplatin, temozolomide, thiotepa, melphalan, ifosfamide, cyclophosphamide, chlorambucil, doxorubicin, duanorubicin, epirubicin, idarubicin, plicamycin, valrubicin, dactinomycin, gemcitabine, floxuridine, fluorouracil, mercaptopurine, thioguanine, methotrexate, mitomycin, etoposide, paclitaxel, docetaxel, irinotecan, topotecan, etoposide, teniposide, nedaplatin, carmustine, doxifluridine, cladribine, fludarabine, carmustine, mercaptopurine, thioguanine, azatoxin, camptothecin, lurtotecan, camptothecin, 9-aminocamptothecin, pirarubin, nrocarzinostatin, calicheamicin, esperamicin, and luroteca.

10 16. A method of treating cancers in P450 expressing tissues by administering a compound of Formula III:



Formula III

and pharmaceutically acceptable prodrugs and salts thereof;

15 and by administering a pharmaceutically effective amount of an oncolytic agent.

17. The method of Claim 16 wherein said oncolytic agent and said compound of Formula III are administered separately.

18. The method of Claim 16 wherein said oncolytic agent and said compound of Formula III are administered simultaneously.

20 19. The method of Claim 16 wherein said oncolytic agent is selected from a group consisting of busulfan, carboplatin, cisplatin, miriplatin, temozolomide, thiotepa,

melphalan, ifosfamide, cyclophosphamide, chlorambucil, doxorubicin, daunorubicin,
epirubicin, idarubicin, plicamycin, valrubicin, dactinomycin, gemcitabine, floxuridine,
fluorouracil, mercaptopurine, thioguanine, methotrexate, mitomycin, etoposide,
paclitaxel, docetaxel, irinotecan, topotecan, , etoposide, teniposide, nedaplatin,
5 carmustine, doxifluridine, cladribine, fludarabine, carmustine, mercaptopurine,
thioguanine, azatoxin, camptothecin, lurtotecan, camptothecin, 9-aminocamptothecin,
pirarubin, nrocarzinostatin, calicheamicin, esperamicin, and luroteca.